EP-4 (12) 00/1039

Form (2)

Sr. No. 34

Date 23-8-2014

THE REPUBLIC OF THE UNION OF MYANMAR
The Myanmar Investment Commission
PERMIT

Permit No. 790/2014 Date 23rd, August 2014

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub - section (b) of the Republic of the Union of Myanmar Foreign Investment Law:-

(a) Name of Investor/Promoter DIRECTOR GENERAL, ENERGY PLANNING DEPARTMENT, MINISTRY OF ENERGY

(b) Citizenship MYANMAR

(c) Address BUILDING NO. 6, NAY PYI TAW

(d) Name and address of Principal Organization MINISTRY OF ENERGY, BUILDING NO. 6, NAY PYI TAW

(e) Place of Incorporation BUILDING NO. 6, NAY PYI TAW

(f) Type of Investment Business EXPLORATION & PRODUCTION OF CRUDE OIL AND NATURAL GAS

(g) Place(s) at which Investment is permitted ONSHORE BLOCK (EP-4) MAYAMAN AREA, BAGO REGION

(h) Amount of Foreign Capital US$ 38.405 MILLION

(i) Period for Foreign Capital brought in YEAR 2014 TO YEAR 2021

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 38.405 MILLION

(k) Construction Period YEAR 2014 TO YEAR 2021

(l) Validity of Investment Permit 6 YEARS AND 6 MONTHS

(m) Form of investment PRODUCTION SHARING CONTRACT

(n) Name of Company incorporated in Myanmar
BASHNEFT INTERNATIONAL B.V. & SUN APEX HOLDINGS LIMITED

Chairman
The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၇၉၀/၂၀၁၄ ၂၀၁၄ ခုနှစ် ဩဂုတ်လ ၂၇ ရက်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှုဥပဒေပုဒ်မ ၁၃၊ ပုဒ်မခွဲ (ခ) အရဤခွင့်ပြုမိန့်ကိုမြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်ကထုတ်ပေးလိုက်သည်-

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူအမည် ညွှန်ကြားရေးမှူးချုပ်၊ စွမ်းအင်စီမံရေး ဦးစီးဌာန၊ စွမ်းအင်ဝန်ကြီးဌာန

(ခ) နိုင်ငံသား မြန်မာ

(ဂ) နေရပ်လိပ်စာ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ စွမ်းအင်ဝန်ကြီးဌာန၊ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(င) ဖွဲ့စည်းရာအရပ် ရုံးအမှတ် (၆)၊ နေပြည်တော်

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား ရေနံနှင့် သဘာဝဓါတ်ငွေ့ ရှာဖွေ၊ တူးဖော်၊ ထုတ်လုပ်ရေးလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) ကုန်းတွင်းပိုင်းဒေသ၊ လုပ်ကွက်အမှတ် (EP-4) မရမန်ဒေသ၊ ပဲခူးတိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်းပမာဏ အမေရိကန်ဒေါ်လာ ၃၈.၄၀၅ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ၂၀၁၄ ခုနှစ် မှ ၂၀၂၀ ခုနှစ်အထိ

(ည) စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၃၈.၄၀၅ သန်းနှင့် ညီမျှသောမြန်မာကျပ်ငွေ

(ဋ) တည်ဆောက်မှုကာလ ၂၀၁၄ ခုနှစ် မှ ၂၀၂၀ ခုနှစ်အထိ

(ဌ) ရင်းနှီးမြှုပ်နှံမှုခွင့်ပြုသည့် သက်တမ်း ၆နှစ် ၆ လ

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ PRODUCTION SHARING CONTRACT

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည်

BASHNEFT INTERNATIONAL B.V. & SUN APEX HOLDINGS LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

Republic of the Union of Myanmar
Sr.No....................
Date....................
Myanmar Investment Commission

REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
No.(1), Thitsar Road, Yankin Township, Yangon

Our ref.: DICA-5(E)/007/ 2014(34)
Date : 23rd August 2014.

Tel: 95-1-657892
Fax: 95-1-657825

Subject: **Decision of the Myanmar Investment Commission on the Proposal for "Exploration and Production of Crude Oil & Natural Gas for Onshore Block EP-4 (Mayaman Area) in Bago Region" under the name of " Bashneft International B.V. & Sun Apex Holdings Limited"**

Reference: Ministry of Energy, Letter No. 008/882/Hta (540/2014) dated (26-6-2014).

1. The Myanmar Investment Commission, at its meeting (19 /2014) held on dated 18th July 2014 had reviewed the proposal and resolved to permit for investment in "Exploration and Production of Crude Oil & Natural Gas for Onshore Block EP-4 (Mayaman Area) in Bago Region " under the name of "Bashneft International B.V. & Sun Apex Holdings Limited" pursuant to the Production Sharing Contract to be signed between Myanma Oil and Gas Enterprise and Bashneft International B.V. & Sun Apex Holdings Limited with the approved of the Cabinet of the Union Government, at its meeting (11/2014) held on dated 4th June 2014.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, Section 13(b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. Subject to the provision of the Memorandum of Understanding, dated 21st August 2013, the participating interests of the parties in respect of the Production Sharing Contract (PSC) shall be as follows:

Bashneft International B.V.	(The Netherlands)	90%
Sun Apex Holdings Limited	(British Virgin Islands)	10%

4. The permitted duration of the project shall be 20 (Twenty) years. An initial preparation period shall be 6 (six) months and exploration period shall be 3(three) consecutive years and extendable 2 (two) years one time for first extension and 1 (one) year for second extension period.

5. Bashneft International B.V. & Sun Apex Holdings Limited shall pay royalty to the Government equal to 12.5% of the value of Available Petroleum from the Contract Area.

6. Bashneft International B.V. & Sun Apex Holdings Limited shall pay to Myanma Oil & Gas Enterprise to the amount of US $ 4 Million (United States Dollar four million only) as Signature Bonus within 30 days after getting permit from Myanmar Investment Commission.

7. Production Split between Myanma Oil and Gas Enterprise and Bashneft International B.V. & Sun Apex Holdings Limited shall be allocated for Development and Production Area as follows:-

Crude Oil

BOPD	MOGE(%)	CONT (%)
0 - 10,000	60	40
10,001 - 20,000	65	35
20,001 - 50,000	70	30
50,001 - 100,000	80	20
100,001 - 150,000	85	15
Above 150,000	90	10

Natural Gas

MMCFD	MOGE(%)	CONT (%)
Up to 60	60	40
61 - 120	65	35
121 - 300	70	30
301 - 600	80	20
601 - 900	85	15
Above 900	90	10

8. Bashneft International B.V. & Sun Apex Holdings Limited shall pay Production Bonus to Myanma Oil and Gas Enterprise with respect to each Crude Oil and Natural Gas development and production area as follows:

Production Bonus

Crude Oil

At BOPD	US $(MILLION)
Upon approval of Development Plan	0.50
10,000(for 90 consecutive days production)	1.50
20,000 (for 90 consecutive days production)	2.00

50,000(for 90 consecutive days production)	3.00
100,000(for 90 consecutive days production)	4.00
150,000(for 90 consecutive days production)	6.00

Natural Gas

At MMCFD	**US $(MILLION)**
Upon approval of Development Plan	0.50
60(for 90 consecutive days production)	1.50
120(for 90 consecutive days production)	2.00
300(for 90 consecutive days production)	3.00
600(for 90 consecutive days production)	4.00
900(for 90 consecutive days production)	6.00

9. After the commencement of commercial production of Crude Oil, shall fulfil as its obligation 20% (twenty) percent of Crude Oil and 25% (twenty five) percent of Natural Gas toward the supply of the domestic Crude Oil and Natural Gas market in Myanmar. Myanma Oil and Gas Enterprise shall pay the price equivalent of 90%(ninety) percent of the Fair Market Price.

10. Bashneft International B.V. & Sun Apex Holdings Limited shall provide Training Fund to the amount of US $ 25,000 (United States Dollar twenty five thousand only) per contract year for Exploration Period and US $ 50,000 (United States Dollar fifty thousand only) per contract year for Development and Production Period shall also provide Research and Development Fund to the amount of 0.5% (zero point five) percent of its share of profit Petroleum in favour of Myanma Oil and Gas Enterprise.

11. Myanma Oil and Gas Enterprise shall have the right to demand from Bashneft International B.V. & Sun Apex Holdings Limited that up to 15% (fifteen) percent after commercial discovery and up to 25% (twenty five) percent undivided interest.

12. Bashneft International B.V. & Sun Apex Holdings Limited is liable to pay the Government the following tranches out of the net profit made on the sale or transfer of the shares in the Company.

(a) If the amount of Net Profit is up to and including US$ 100 million (United States Dollars one hundred million only)	40%

(b) If the amount of Net Profit is between US$ 100 million and US$ 150 million (United States Dollar one hundred million only and United States Dollar one hundred and fifty million only) 45%

(c) If the amount of Net Profit is over US$ 150 million (United States Dollar one hundred and fifty million only) 50%

13. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per section 27(a),(h) and (i) of the Foreign Investment Law. Other exemptions and reliefs under Chapter XII, section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section 27(h), exemption or relief from custom duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business which are imported as they are actually required for use during the period of construction of business;

(c) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

14. Bashneft International B.V. & Sun Apex Holdings Limited shall have to sign the Production Sharing Contract with Myanma Oil and Gas Enterprise. After signing the Agreement, (5) copies shall have to be forwarded to the Commission.

15. Bashneft International B.V. & Sun Apex Holdings Limited in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

16. Bashneft International B.V. & Sun Apex Holdings Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

17. The commercial date of operation shall be reported to the Commission.

18. Bashneft International B.V. & Sun Apex Holdings Limited shall endeavour to meet the targets for Exploration and Production of Crude Oil & Natural Gas stated in the proposal as the minimum target.

19. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal Bashneft International B.V. & Sun Apex Holdings Limited shall have to consult with Directorate of Labour, Ministry of Labour, Employment and Social Security for appointment of such foreign experts and technicians.

20. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency.

21. Whenever Bashneft International B.V. & Sun Apex Holdings Limited brings in foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency in the manner stated in paragraph 20(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

22. Bashneft International B.V. & Sun Apex Holdings Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for account transfer of local currency generated from the business to the local currency account opened at the bank by a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

23. Bashneft International B.V. & Sun Apex Holdings Limited shall report to the Commission of any alteration in the physical and financial plan of the project. Cost over run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

24. Bashneft International B.V. & Sun Apex Holdings Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Environmental Impact Assessment (EIA) and to report Social Impact Assessment (SIA) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with these reports and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and regulations.

25. Bashneft International B.V. & Sun Apex Holdings Limited shall contribute Corporate Social Responsibility (CSR) activities in Myanmar.

26. Bashneft International B.V. & Sun Apex Holdings Limited shall have to abide by the Fire Services Department's rules, regulations, directives and instructions.

27. Payment of principal and interest of the loan(if any) as well as payment for import of raw materials and spare parts etc. shall only be made out of the income of Bashneft International B.V. & Sun Apex Holdings Limited.

28. Bashneft International B.V. & Sun Apex Holdings Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII , Rules 79 and 80 of the Foreign Investment Law.

(Zay Yar Aung)
Chairman

Director General
Energy Planning Department

cc: 1. Office of the Union Government of the Republic of the Union of Myanmar
2. Ministry of National Planning and Economic Development

3. Ministry of Finance
4. Ministry of Commerce
5. Ministry of Industry
6. Ministry of Foreign Affairs
7. Ministry of Home Affairs
8. Ministry of Energy
9. Ministry of Immigration and Population
10. Ministry of Labour, Employment and Social Security
11. Ministry of Environmental Conservation and Forestry
12. Ministry of Electric Power
13. Office of the Bago Region Government
14. Director General, Directorate of Investment and Company Administration
15. Director General, Directorate of Human Settlement and Housing Development
16. Director General, Directorate of Industrial Supervision and Inspection
17. Director General, Customs Department
18. Director General, Internal Revenue Department
19. Managing Director, Myanma Foreign Trade Bank
20. Managing Director, Myanma Investment and Commercial Bank
21. Managing Director, Myanma Insurance
22. Director General, Directorate of Trade
23. Director General, Immigration and National Registration Department
24. Director General, Directorate of Labour
25. Director General, Department of Environmental Conservation
26. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry (UMFCCI)
27. Bashneft International B.V.
28. Sun Apex Holdings Limited